

**IN THE UNITED STATES DISTRICT COURT  
FOR THE WESTERN DISTRICT OF NORTH CAROLINA  
STATESVILLE DIVISION  
CASE NO. 5:10-CV-62**

ELECTRICAL WORKERS PENSION	)	
TRUST FUND OF IBEW LOCAL UNION	)	
NO. 58, Individually and On Behalf of All	)	CLASS ACTION COMPLAINT FOR
Others Similarly Situated,	)	VIOLATIONS OF FEDERAL SECURITIES
	)	LAWS
Plaintiff,	)	
	)	JURY TRIAL DEMANDED
vs.	)	
	)	
COMMSCOPE, INC., FRANK M.	)	
DRENDEL, JEARLD L. LEONHARDT and	)	
BRIAN GARRETT,	)	
	)	
Defendants.	)	
	)	
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Plaintiff has alleged the following based upon the investigation of Plaintiff's counsel, which included a review of United States Securities and Exchange Commission ("SEC") filings by CommScope, Inc. ("CommScope" or the "Company"), as well as regulatory filings and reports, securities analysts' reports and advisories about the Company, press releases and other public statements issued by the Company, and media reports about the Company, and Plaintiff believes that substantial additional evidentiary support will exist for the allegations set forth herein after a reasonable opportunity for discovery.

**NATURE OF THE ACTION**

1. This is a federal class action on behalf of purchasers of the common stock of CommScope between April 29, 2008 and October 30, 2008, inclusive (the "Class Period"), seeking to pursue remedies under the Securities Exchange Act of 1934 (the "Exchange Act").

## **JURISDICTION AND VENUE**

2. The claims asserted herein arise under and pursuant Sections 10(b) and 20(a) of the Exchange Act [15 U.S.C. §§78j(b) and 78t(a)] and Rule 10b-5 promulgated thereunder by the SEC [17 C.F.R. §240.10b-5].

3. This Court has jurisdiction over the subject matter of this action pursuant to 28 U.S.C. §1331 and Section 27 of the Exchange Act.

4. Venue is proper in this District pursuant to Section 27 of the Exchange Act and 28 U.S.C. §1391(b). Many of the acts charged herein, including the preparation and dissemination of materially false and misleading information, occurred in substantial part in this District.

5. In connection with the acts alleged in this Complaint, Defendants, directly or indirectly, used the means and instrumentalities of interstate commerce, including, but not limited to, the mails, interstate telephone communications and the facilities of the national securities markets.

## **PARTIES**

6. Plaintiff Electrical Workers Pension Trust Fund of IBEW Local Union No. 58, as set forth in the accompanying certification and incorporated by reference herein, purchased the common stock of CommScope during the Class Period and has been damaged thereby.

7. Defendant CommScope provides infrastructure solutions for communication networks worldwide.

8. (a) Defendant Frank M. Drendel (“Drendel”) was, at all relevant times, Chairman of the Board and Chief Executive Officer of CommScope.

(b) Defendant Jearld L. Leonhardt (“Leonhardt”) was, at all relevant times, Chief Financial Officer and Executive Vice President of CommScope.

(c) Defendant Brian Garrett (“Garrett”) was, at all relevant times, President and Chief Operating Officer of CommScope.

(d) Defendants Drendel, Leonhardt and Garrett are collectively referred to herein as the “Individual Defendants.”

9. During the Class Period, the Individual Defendants, as senior executive officers and/or directors of CommScope, were privy to confidential and proprietary information concerning CommScope, its operations, finances, financial condition and present and future business prospects. The Individual Defendants also had access to material adverse non-public information concerning CommScope, as discussed in detail below. Because of their positions with CommScope, the Individual Defendants had access to non-public information about its business, finances, products, markets and present and future business prospects via internal corporate documents, conversations and connections with other corporate officers and employees, attendance at management and/or board of directors meetings and committees thereof and via reports and other information provided to them in connection therewith. Because of their possession of such information, the Individual Defendants knew or recklessly disregarded that the adverse facts specified herein had not been disclosed to, and were being concealed from, the investing public.

10. The Individual Defendants are liable as direct participants in the wrongs complained of herein. In addition, the Individual Defendants, by reason of their status as senior executive officers and/or directors, were “controlling persons” within the meaning of Section 20(a) of the Exchange Act and had the power and influence to cause the Company to engage in the unlawful conduct complained of herein. Because of their positions of control, the Individual Defendants were able to and did, directly or indirectly, control the conduct of CommScope’s business.

11. The Individual Defendants, because of their positions with the Company, controlled and/or possessed the authority to control the contents of its reports, press releases and presentations to securities analysts and through them, to the investing public. The Individual Defendants were

provided with copies of the Company's reports and press releases alleged herein to be misleading, prior to or shortly after their issuance and had the ability and opportunity to prevent their issuance or cause them to be corrected. Thus, the Individual Defendants had the opportunity to commit the fraudulent acts alleged herein.

12. As senior executive officers and/or directors and as controlling persons of a publicly traded company whose common stock was, and is, registered with the SEC pursuant to the Exchange Act, and was, and is, traded on the New York Stock Exchange ("NYSE") and governed by the federal securities laws, the Individual Defendants had a duty to promptly disseminate accurate and truthful information with respect to CommScope's financial condition and performance, growth, operations, financial statements, business, products, markets, management, earnings and present and future business prospects, and to correct any previously issued statements that had become materially misleading or untrue, so that the market price of CommScope's common stock would be based upon truthful and accurate information. The Individual Defendants' misrepresentations and omissions during the Class Period violated these specific requirements and obligations.

13. The Individual Defendants are liable as participants in a fraudulent scheme and course of conduct that operated as a fraud or deceit on purchasers of CommScope's common stock by disseminating materially false and misleading statements and/or concealing material adverse facts. The scheme: (i) deceived the investing public regarding CommScope's business, operations and management and the intrinsic value of CommScope's securities; (ii) enabled the Individual Defendants and certain Company insiders to collectively sell 364,789 shares of their personally-held CommScope common stock for gross proceeds in excess of \$18.5 million; and (iii) caused Plaintiff and members of the Class to purchase CommScope common stock at artificially inflated prices.

## **CLASS ACTION ALLEGATIONS**

14. Plaintiff brings this action as a class action pursuant to Federal Rule of Civil Procedure 23(a) and (b)(3) on behalf of a class consisting of all those who purchased the common stock of CommScope between April 29, 2008 and October 30, 2008, inclusive, and who were damaged thereby (the “Class”). Excluded from the Class are Defendants, the officers and directors of the Company, at all relevant times, members of their immediate families and their legal representatives, heirs, successors or assigns and any entity in which Defendants have or had a controlling interest.

15. The members of the Class are so numerous that joinder of all members is impracticable. Throughout the Class Period, CommScope common stock was actively traded on the NYSE. While the exact number of Class members is unknown to Plaintiff at this time and can only be ascertained through appropriate discovery, Plaintiff believes that there are hundreds or thousands of members in the proposed Class. Record owners and other members of the Class may be identified from records maintained by CommScope or its transfer agent and may be notified of the pendency of this action by mail, using the form of notice similar to that customarily used in securities class actions.

16. Plaintiff’s claims are typical of the claims of the members of the Class as all members of the Class are similarly affected by Defendants’ wrongful conduct in violation of federal law complained of herein.

17. Plaintiff will fairly and adequately protect the interests of the members of the Class and has retained counsel competent and experienced in class action and securities litigation.

18. Common questions of law and fact exist as to all members of the Class and predominate over any questions solely affecting individual members of the Class. Among the questions of law and fact common to the Class are:

(a) whether the federal securities laws were violated by Defendants' acts as alleged herein;

(b) whether statements made by Defendants to the investing public during the Class Period misrepresented material facts about the business and operations of CommScope;

(c) whether the price of CommScope common stock was artificially inflated during the Class Period; and

(d) to what extent the members of the Class have sustained damages and the proper measure of damages.

19. A class action is superior to all other available methods for the fair and efficient adjudication of this controversy since joinder of all members is impracticable. Furthermore, as the damages suffered by individual Class members may be relatively small, the expense and burden of individual litigation make it impossible for members of the Class to individually redress the wrongs done to them. There will be no difficulty in the management of this action as a class action.

### **SUBSTANTIVE ALLEGATIONS**

20. Defendant CommScope describes itself as a "world leader in infrastructure solutions for communication networks." According to the Company's Annual Report, CommScope is "one of the leading North American providers of environmentally secure cabinets for digital subscriber line (DSL) and Fiber-to-the-Node applications." The Company operates in four segments: Antenna, Cable and Cabinet Group ("ACCG"); Enterprise; Broadband; and Wireless Network Solutions (WNS).

21. The Company's ACCG segment includes product offerings of primarily passive transmission devices for the wireless infrastructure market, including base station and microwave antennas, coaxial cable, and connectors, as well as secure environmental enclosures for electronic devices and equipment used by wireline and wireless providers.

22. The Class Period begins on April 29, 2008. On that date, CommScope issued a press release announcing its financial results for the first quarter of 2008, the period ended March 31, 2008. For the quarter, the Company reported revenue of \$1 billion and a net loss of \$11 million, or \$0.16 per share. Defendant Drendel, commenting on the results, stated, in pertinent part, as follows:

We are proud to deliver another excellent quarter as we have successfully begun the integration of CommScope and Andrew Corporation. Cost synergies are ahead of schedule and our global wireless business performed very well, particularly in North America and in the Asia Pacific region. We believe that our geographic diversity combined with the breadth of our industry-leading product portfolio helped us deliver strong results in the first quarter despite an uncertain North American economic environment.

Global wireless growth and traffic, the ongoing proliferation of 3G mobile data devices, as well as bandwidth intensive applications in the enterprise and broadband markets continue to drive wireless and wireline telecommunications operators and enterprises to invest in their communications infrastructure. As a leader in each of the markets we serve, we remain excited about the opportunities ahead.

We are particularly proud of our execution in the first quarter while managing the significant task of integrating CommScope and Andrew. We achieved key integration milestones and delivered solid financial performance, top-line growth and cash flow during the quarter.

Looking ahead, North American economic conditions remain uncertain and volatile raw material costs remain a challenge. However, we expect to see positive seasonal trends in the second quarter and believe we are in a strong position to achieve the previously announced 2008 targets for sales and adjusted operating income. We have a strong global portfolio and continue to expect the ongoing, global demand for bandwidth to drive the need for infrastructure solutions. We look forward to another successful year.

With regard to the Company's outlook for the second quarter and full year 2008, the press release stated, in pertinent part, as follows:

#### Second Quarter 2008

- Expected revenue of \$1.05 billion to \$1.09 billion
- Adjusted operating income target of \$135 million to \$145 million, excluding restructuring and transition costs as well as purchase accounting adjustments related to the fair value write up of inventory and intangibles, which results in increased charges for inventory and amortization.

Calendar Year 2008

CommScope management reaffirmed its previous 2008 calendar year guidance:

- Expected revenue of \$4.1 billion to \$4.3 billion
- Adjusted operating income target of \$525 million to \$575 million, excluding restructuring and transition costs as well as purchase accounting adjustments related to the fair value write up of inventory and intangibles, which results in increased charges for inventory and amortization. This operating income target assumes that the company will be able to successfully recover costs associated with rising raw material costs.
- Expected tax rate of 34 percent to 36 percent on adjusted pretax income
- Approximately 81 million weighted average fully diluted shares outstanding
- More than \$500 million of cash flow from operations expected
- Expected capital expenditures of \$80 million to \$90 million
- Significant cash restructuring and non-cash costs related to purchase accounting adjustments expected

23. Following the first quarter earnings announcement, Defendants held a conference call with analysts and investors to discuss the CommScope's earnings and business. With regard to the Company's antenna, cable and cabinet group, Defendant Leonhardt stated, in pertinent part, as follows:

For the antenna, cable and cabinet group, or ACCG, sales increased 19% year-over-year to \$479 million on a combined basis, as wireless operators continued to invest in expanding and upgrading their wireless networks. Base station antenna growth was especially robust in the first quarter. Sales growth was strong in essentially all regions, including North America, and especially the Asia-Pacific region.

We expect continued growth and buildout in emerging markets, as wireless carriers expand their networks. In more mature markets, such as North America and Western Europe, mobile data services are driving the deployment of 3G and 4G networks. We believe data services will continue to drive network expansion, as wireless customers expect more coverage and bandwidth of existing networks. Regarding major wireless operators, sales to Sprint/Nextel were down on a year-over-year basis, but were more than offset by strong sales to T-Mobile, AT&T Wireless, and Verizon, among others.



As stated in our last call, we are also excited about the long-term opportunity of selling cabinets through the Andrews sales channel. We expect to see initial sales in 2008 and more extensive growth in 2009, as we combine leading cabinet technology with a global wireless channel. We have expanded our cabinet portfolio, with the addition of the new ecopower fuel cell cabinet. This environmentally friendly cabinet solution for standby power is the most compact integrated fuel cell system available. It provides up to 16 KW in a single cabinet, while protecting sensitive equipment at a cell site or remote location.

In response to a question regard the Company's cabinet sales, Defendants Garrett and Drendel stated, in pertinent part, as follows:

JEFF BEACH: Okay. Just -- just as a follow-up question, I was listening to the comments about cabinets, but I wondered if you could address specifically, even though it's part of a larger segment now the performance of your legacy cabinets to the domestic carriers.

BRIAN GARRETT: Well, let me speak, you know, let me put it in a bigger picture. Remember cabinets serve a number of North American accounts, in both wire line and wireless. And often, Jeff, we focus on what's happening in Lightspeed with AT&T, because it is a large percentage of the total business at present. I will say that in the quarter, Lightspeed performed very well. Volumes were up year-over-year, in terms of units. Revenue was up year-over-year modestly, and as we've spoken, this time last year, we had essentially 100% of that business and so there is a share loss occurring as it relates to that particular account.

But at the same time, there is lots of other activities. We have made mention of the opportunities that we have in taking our wireless cabinets into the wireless space. Potentially as big or bigger than the business that we're conducting today with AT&T, Jerald and his commentary made mention of what we're doing in standby power, particularly as it relates to fuel cell solutions, and both of these, I think, are very promising, relatively near-term opportunities for us.

JEFF BEACH: And do you see similar demand trends remaining stable, or similar throughout the rest of the year? Do you see any major change there?

BRIAN GARRETT: I see no challenges to it, Jeff.

JEFF BEACH: Okay.

BRIAN GARRETT: I think we're in a very solid position. You know, the -- our expectations in the wireless space are precisely that. To the extent that we are broadly accepted, we can create some upside.

JEFF BEACH: All right, thanks.

FRANK DRENDEL: Jeff, it's Frank. You know that AT&T reported very strong success, along with Verizon, on their connectivity and Lightspeed.

JEFF BEACH: Right. I just wanted to check. Thank you.

FRANK DRENDEL: Okay, Jeff.

24. In reaction to the Company's first quarter financial results and outlook for the remainder of the year, shares of the Company's stock rose \$5.94 per share, or 14%, to close at \$47.55 per share, on April 30, 2008.

25. The statements referenced above in ¶¶22 and 23 were each materially false and misleading when made because they misrepresented and failed to disclose the following adverse facts, which were known to Defendants or recklessly disregarded by them:

(a) that the Company was experiencing weaker demand for its cabinet and apparatus products by certain telecommunication service providers;

(b) that the Company's distributors were working off existing inventory and not re-stocking the Company's products;

(c) as a result of the foregoing, Defendants lacked a reasonable basis for their positive statements about the Company and its prospects.

26. On July 29, 2008, Commscope issued a press release announcing its financial results for the second quarter of 2008, the period ended June 30, 2008. For the quarter, the Company reported revenue of \$1.09 billion and net income of \$40.2 million, or \$0.50 per diluted share. Defendant Drendel, commenting on the results, stated, in pertinent part, as follows:

We are pleased to deliver another excellent quarter as we continue to successfully integrate CommScope and Andrew. As the result of our broad, industry-leading solutions and geographic diversity, we grew adjusted operating income more than 30 percent year over year to \$154 million despite a difficult North American economy. Our employees are delivering the synergies we expected while identifying opportunities that should benefit CommScope and our customers in the future.

IP video, global wireless growth and the expansion of 3G mobile data devices as well as bandwidth intensive applications in the enterprise and broadband markets continue to drive investment in communications infrastructure. CommScope's solutions support the deployment of next-generation networks, which provide additional revenue streams and more efficient operations for our customers. We remain excited about the opportunities ahead.

Defendant Leonhardt added, in pertinent part, as follows:

We are proud of our second quarter performance as we delivered strong results in a challenging environment. We will continue to focus on executing our integration strategy, delivering the synergies we outlined and positioning the company for long-term, profitable growth. We recently announced new global manufacturing changes that we believe will provide significant additional savings once they are completed in late 2009.

In the near term, while we expect operating performance to be stronger in the second half of 2008 than in the first half of the year, economic conditions and rising raw material costs remain a concern. At the same time, we believe that the ongoing, global demand for bandwidth in wireless and wired networks combined with effective cost management should continue to provide attractive opportunities for earnings growth.

With regard to the Company's outlook for the third quarter and full year 2008, the press release stated, in pertinent part, as follows:

CommScope management provided the following guidance for the third quarter of 2008 and calendar year 2008:

#### Third Quarter 2008

- Expected revenue of \$1.08 billion to \$1.13 billion
- Adjusted operating income target of \$150 million to \$170 million, excluding restructuring and transition costs as well as purchase accounting adjustments related to the fair value write up of inventory and intangibles, which results in increased charges for inventory and amortization.

#### Calendar Year 2008

The company's updated calendar year 2008 guidance is generally consistent with its previous revenue and adjusted operating income guidance:

- Expected revenue of \$4.15 billion to \$4.25 billion
- Adjusted operating income target of \$540 million to \$580 million, excluding restructuring and transition costs as well as purchase accounting adjustments

related to the fair value write up of inventory and intangibles, which results in increased charges for inventory and amortization. This operating income target assumes that the company will be able to successfully recover costs associated with rising raw material costs.

- Expected tax rate of 31 percent to 33 percent on adjusted pretax income
- Approximately 81 million weighted average fully diluted shares outstanding
- Approximately \$500 million of cash flow from operations expected
- Expected capital expenditures of \$60 million to \$70 million
- Significant cash and non-cash restructuring costs expected

27. Following the second quarter earnings announcement, Defendants held a conference call with analysts and investors to discuss the Company's earnings and operations. With regard to the Company's ACCG segment, Defendant Leonhardt, stated, in pertinent part, as follows:

Antenna, cable, and cabinet group, or ACCG segment sales, increased 7% year-over-year, to \$500 million, primarily due to strong international sales as wireless operators continued to invest in expanding and upgrading their networks. Increased domestic wireless sales in the quarter, were offset by lower sales to wireline operators. Wireline product sales declined mainly due to slower deployment of legacy DSL networks, buyer customers, and due to the effect of lower average selling prices as expected for integrated cabinet solutions. However we continue to see opportunities wireline carriers upgrade and build next generation networks. We have expanded our cabinet portfolio with a new line of cabinets for fiber to the premise applications, as well as fuel cell solutions, or stand-by power for wireless cell sites.

We continue to experience strength in our wireless business across all major regions. Particularly in emerging markets. For example, sales to customers in India and Africa, grew by more than 20% year-over-year in the quarter. We believe the emerging market demand is driven primarily by 2G coverage needs for voice systems and services. And more mature market's demand is being driven by capacity needs, as carriers deploy 3G networks capable of handling increased data rates.

With regard to the Company's outlook for the third quarter, Defendant Leonhardt, stated, in pertinent part, as follows:

So for the third quarter, we expect sales to rise to \$1.08 billion, to \$1.13 billion, up modestly year-over-year on a combined basis. And adjusting up and, therefore adjusted operating income to rise to \$150 million to \$170 million, excluding the restructuring and transition costs, as well as purchase accounting adjustments related

to fair value write up of inventory and intangibles, which of course result in increased charges for inventory and amortization. This adjusted operating income range represents growth of 19% to 35% from the adjusted combined basis in the year ago quarter. We have updated calendar year 2008 guidance, based on actual results and our current outlook.

We expect revenue of \$4.15 billion to \$4.25 billion which is slightly better - - a slightly tighter range, compared to our previous guidance of \$4.1 billion to \$4.3 billion. We raised calendar year adjusted operating income range slightly to a new range of \$540 million to \$580 million, excluding restructuring and transition costs, as well as purchase accounting adjustments. This operating income target assumes that the company will be able to successfully recover costs that are associated with the rising raw material costs we have seen. Our previously adjusted operating income guidance was \$525 million to \$575 million for the year.

\* \* \*

Overall, we are very pleased with our second quarter performance, and assuming relatively stable business condition, and currency exchange rates we believe we're in good position to achieve our 2008 goals. We have a strong global portfolio and continue to expect the ongoing global demand for bandwidth to drive the need for infrastructure solutions, even in uncertain economic times. We will continue to focus on executing our integrating strategy, delivering the synergies we outlined, and positioning the company for long term profitable growth.

In response to a question regarding the Company's outlook for the third quarter, Defendant Garrett stated, in pertinent part, as follows:

GEORGE NOTTER, ANALYST, JEFFERIES & COMPANY: Hi, guys thanks very much. I want to ask you a quick question on top line. You know, you tightened the reins here. You were at 4.1 billion to 4.3 billion. I think going back to last quarter, you guys had suggested that, depending on how the pricing increases are flowing through to customers, they flowed through well, you could kind of push people towards the higher end of that range. Here you're tightening that range. I guess I am trying to figure out what the new guidance implies about the success you're having or not having on passing pricing increases through to customers.

BRIAN GARRETT, PRESIDENT, COO, COMMScope: George, this is Brian, good afternoon to you. To date the success of the price increases that we announced in the April time frame, largely have gone well. The impact in the enterprise market and digital broadband, I will say largely won't be felt until the current quarter. And, I will also say in wireless it has been difficult from a global perspective.

But, in entirety, I think we're pretty well pleased with the response that we have gotten. Maybe counter to the nature of your question, is we continue to see the potential for rising costs, in the second half of the year, and the discussions for

further price increases are on the table currently, inclusive of fuel charges that were transportation charges that we're bringing into selected markets. So if you contrast that with your question about the top line, I think we contrast that, George, with Jearld's comments about increasing international content in our business, and there is a higher degree of uncertainty I think in our international business.

And I will also say, depending upon the market segment, as we move through the second quarter, North America has not continued to respond favorably, as favorably certainly as it did in the first quarter. So, you have a mix of inputs that get us to the guidance that we have for H2.

With regard to the Company's ACCG segment, Defendant Garrett stated, in pertinent part, as follows:

KIM MORGAN: Then I just wanted to switch over and talk a little bit about the cabinet business. It sounded like, from the commentary and the results, that that might have been a little bit weaker than expected, particularly on the DSL side. Can you just talk about what you're seeing there and what you expect for the remainder of the year?

BRIAN GARRETT: Well, DSL is going away. One of the big providers of DSL, of course is AT & T. And the DSL provisioning particularly in Bell south, was their only high bandwidth solution. Now with the deployment of light speed, high speed data is integral to the whole light speed perspective, so DSL as a subject in North America is largely going away, and that is consistent with our expectation. And so when you start making comparisons, of what the performance was in the second quarter this year, with the second quarter of prior years, you have got a substantial hurdle to replace what was happening with DSL in '07.

You know, if you look at specifically what is happening in light speed, I think what you read, likewise in terms of AT&T announcements no one is blinking at AT&T. Their plans for deployment are being executed, and nothing that I know suggests that the second half will be any different than the first half. If you look at the number of units that we have sold in the first half of this year, they are consistent with the number of units that we sold in the first half of last year, which I think speaks to strength. And then if you do a comparison quarter-to-quarter, I will tell that you the number of units in the second quarter this year are down about 5% from the same period, prior year. Some part of that I think clearly as a result of share loss, which we have also anticipated.

\* \* \*

JEFFREY BEACH: Last question. I don't believe it has been asked, but the lower cabinet sales in North America in the second quarter, do you see that trend continuing ahead?

BRIAN GARRETT: I am thinking of the numbers. Again, the second quarter of last year was the peak quarter in terms of numbers of units, in cabinets. And it will be a big number for us again in this year. But, there is not an expectation for a big uptake in the number of cabinets in the second half of the year, relative to - - for the Q2 run rate.

28. Upon these announcements, shares of the Company's stock fell \$4.74 per share, or 9%, to close at \$46.06 per share, on unusually heavy trading volume. Defendants, however, continued to conceal the true scope and extent of CommScope's problems.

29. Then, on October 30, 2008, the Company issued a press release announcing its financial results for the third quarter of 2008, the period ended September 30, 2008. For the quarter, the Company reported revenue of \$1.06 billion and net income of \$84.7 million, or \$1.05 of diluted earnings per share. Defendant Drendel, commenting on the results, stated, in pertinent part, as follows:

CommScope delivered a solid quarter despite increasingly difficult global economic conditions. Among our accomplishments, we continued to successfully integrate the Andrew acquisition, generated significant cash flow from operations and exceeded synergy targets.

We have a fundamentally positive long-term view for our industry despite the current financial turmoil. The ongoing need for bandwidth is expected to continue driving network infrastructure investment. Items such as global network traffic growth, next generation mobile devices, IP video and video conferencing as well as security and public safety issues all drive ongoing network requirements. Through our industry leadership, evolving product portfolio and global reach, we are at the forefront of delivering vital connectivity solutions for customers' network infrastructure needs.

Defendant Leonhardt added, in pertinent part, as follows:

Our seasonally slow fourth-quarter outlook reflects significantly lower sales volume expectations for wireline cabinets, reduced seasonal sales volume for other product areas and a stronger dollar, somewhat offset by lower expected commodity costs. Clearly, the current global financial crisis has created unprecedented volatility and made our customers more cautious. However, we continue to expect our strongest cash flow generation of the year during the fourth quarter. We are proceeding with our deleveraging strategy and our liquidity remains strong. We have nearly \$500 million of cash and cash equivalents and our revolving credit facility remains fully in place and undrawn-all this after reducing debt by more than \$100 million in the quarter.



***The ongoing global economic uncertainty and commodity cost volatility have made forecasting much more difficult - particularly in the near term. As a result, CommScope does not intend to provide specific financial guidance for calendar year 2009 at this time.*** Despite these challenges, we firmly believe in the strength and diversity of our business model and expect to create value for customers and stakeholders over the long term.

With regard to the Company's reduced outlook for the fourth quarter and full year 2008, the press release stated, in pertinent part, as follows:

CommScope management provided the following guidance for the fourth quarter of 2008 and calendar year 2008:

Fourth Quarter 2008 Outlook:

- Revenue of \$875 million to \$925 million
- Adjusted operating income of \$80 million to \$100 million, excluding special items
- Tax rate of 24 percent to 26 percent on adjusted pretax income
- More than \$200 million in cash flow from operations
- Capital expenditures of \$20 million - \$30 million

Calendar Year 2008 Outlook:

- Revenue of \$4.03 billion to \$4.08 billion
- Adjusted operating income of \$495 million to \$515 million, excluding special items
- Tax rate of 26 percent to 28 percent on adjusted pretax income
- More than \$450 million of cash flow from operations
- Capital expenditures of \$55 million to \$65 million

30. Upon these announcements, on October 31, 2008, shares of the Company's stock fell \$5.48 per share, or 27%, to close at \$14.71 per share, on unusually heavy trading volume.

31. The market for CommScope common stock was open, well-developed and efficient at all relevant times. As a result of these materially false and misleading statements and failures to



disclose, CommScope common stock traded at artificially inflated prices during the Class Period. Plaintiff and other members of the Class purchased or otherwise acquired CommScope common stock relying upon the integrity of the market price of CommScope common stock and market information relating to CommScope, and have been damaged thereby.

32. During the Class Period, Defendants materially misled the investing public, thereby inflating the price of CommScope common stock, by publicly issuing false and misleading statements and omitting to disclose material facts necessary to make Defendants' statements, as set forth herein, not false and misleading. Said statements and omissions were materially false and misleading in that they failed to disclose material adverse information and misrepresented the truth about the Company, its business and operations, as alleged herein.

33. At all relevant times, the material misrepresentations and omissions particularized in this Complaint directly or proximately caused, or were a substantial contributing cause of, the damages sustained by Plaintiff and other members of the Class. As described herein, during the Class Period, Defendants made or caused to be made a series of materially false or misleading statements about CommScope's business, prospects and operations. These material misstatements and omissions had the cause and effect of creating in the market an unrealistically positive assessment of CommScope and its business, prospects and operations, thus causing the Company's common stock to be overvalued and artificially inflated at all relevant times. Defendants' materially false and misleading statements during the Class Period resulted in Plaintiff and other members of the Class purchasing the Company's common stock at artificially inflated prices, thus causing the damages complained of herein.

#### **Additional Scienter Allegations**

34. As alleged herein, Defendants acted with scienter in that Defendants knew that the public documents and statements issued or disseminated in the name of the Company were

materially false and misleading; knew that such statements or documents would be issued or disseminated to the investing public; and knowingly and substantially participated or acquiesced in the issuance or dissemination of such statements or documents as primary violations of the federal securities laws. As set forth elsewhere herein in detail, Defendants, by virtue of their receipt of information reflecting the true facts regarding CommScope, their control over, and/or receipt and/or modification of CommScope's allegedly materially misleading misstatements and/or their associations with the Company, which made them privy to confidential proprietary information concerning CommScope, participated in the fraudulent scheme alleged herein.

35. Defendants were further motivated to engage in this course of conduct in order to allow the Individual Defendants and certain Company insiders to collectively sell 364,789 shares of their personally-held CommScope common stock for gross proceeds in excess of \$18.5 million. The following chart sets forth the insider trading:

<b>Insider</b>	<b>Date</b>	<b>Shares</b>	<b>Price</b>	<b>Proceeds</b>
RANDALL CRENSHAW	09/02/08	6,000	\$50.00	\$300,000
FRANK DRENDEL	06/16/08	2,400	\$55.01	\$132,024
	06/16/08	1,500	\$54.91	\$82,365
	06/16/08	1,400	\$55.54	\$77,756
	06/16/08	1,400	\$54.96	\$76,944
	06/16/08	1,300	\$54.95	\$71,435
	06/16/08	1,200	\$55.30	\$66,360
	06/16/08	1,200	\$55.57	\$66,684
	06/16/08	1,100	\$55.43	\$60,973
	06/16/08	1,100	\$55.40	\$60,940
	06/16/08	1,076	\$55.55	\$59,772
	06/16/08	1,000	\$55.28	\$55,280
	06/16/08	1,000	\$55.34	\$55,340
	06/16/08	900	\$55.56	\$50,004
	06/16/08	900	\$55.22	\$49,698
	06/16/08	800	\$54.94	\$43,952
	06/16/08	775	\$55.60	\$43,090
	06/16/08	725	\$55.61	\$40,317
	06/16/08	700	\$55.50	\$38,850
	06/16/08	600	\$55.59	\$33,354
	06/16/08	600	\$55.39	\$33,234
	06/16/08	600	\$55.10	\$33,060
	06/16/08	501	\$55.35	\$27,730

Insider	Date	Shares	Price	Proceeds
	06/16/08	500	\$55.26	\$27,630
	06/16/08	500	\$55.20	\$27,600
	06/16/08	500	\$54.89	\$27,445
	06/16/08	500	\$55.45	\$27,725
	06/16/08	500	\$55.42	\$27,710
	06/16/08	500	\$55.03	\$27,515
	06/16/08	500	\$55.12	\$27,560
	06/16/08	500	\$55.15	\$27,575
	06/16/08	400	\$55.19	\$22,076
	06/16/08	400	\$54.82	\$21,928
	06/16/08	400	\$55.00	\$22,000
	06/16/08	300	\$55.62	\$16,686
	06/16/08	300	\$54.65	\$16,395
	06/16/08	300	\$54.66	\$16,398
	06/16/08	300	\$54.76	\$16,428
	06/16/08	300	\$55.04	\$16,512
	06/16/08	300	\$55.37	\$16,611
	06/16/08	300	\$55.11	\$16,533
	06/16/08	300	\$55.46	\$16,638
	06/16/08	290	\$54.83	\$15,901
	06/16/08	200	\$55.16	\$11,032
	06/16/08	200	\$54.77	\$10,954
	06/16/08	200	\$54.67	\$10,934
	06/16/08	200	\$54.85	\$10,970
	06/16/08	200	\$55.38	\$11,076
	06/16/08	200	\$55.65	\$11,130
	06/16/08	200	\$55.47	\$11,094
	06/16/08	200	\$55.64	\$11,128
	06/16/08	200	\$55.48	\$11,096
	06/16/08	200	\$55.18	\$11,036
	06/16/08	200	\$55.63	\$11,126
	06/16/08	199	\$55.41	\$11,027
	06/16/08	100	\$55.17	\$5,517
	06/16/08	100	\$55.52	\$5,552
	06/16/08	100	\$55.21	\$5,521
	06/16/08	100	\$55.44	\$5,544
	06/16/08	100	\$55.07	\$5,507
	06/16/08	100	\$55.49	\$5,549
	06/16/08	100	\$55.51	\$5,551
	06/16/08	100	\$55.08	\$5,508
	06/16/08	100	\$55.71	\$5,571
	06/16/08	100	\$55.25	\$5,525
	06/16/08	10	\$54.84	\$548
	07/15/08	20,000	\$48.11	\$962,200
	07/17/08	9,384	\$51.08	\$479,335
	07/23/08	4,692	\$54.00	\$253,368
	08/15/08	10,000	\$47.23	\$472,300
	08/28/08	10,000	\$48.33	\$483,300
		88,152		\$4,533,027
BRIAN GARRETT	04/30/08	10,625	\$45.77	\$486,306

Insider	Date	Shares	Price	Proceeds
	05/01/08	3,000	\$46.82	\$140,460
	05/01/08	3,000	\$47.40	\$142,200
	05/01/08	1,200	\$47.00	\$56,400
	05/01/08	1,200	\$47.37	\$56,844
	05/01/08	600	\$47.19	\$28,314
	05/01/08	500	\$47.01	\$23,505
	05/01/08	500	\$47.28	\$23,640
	05/01/08	400	\$47.39	\$18,956
	05/01/08	400	\$47.32	\$18,928
	05/01/08	400	\$47.35	\$18,940
	05/01/08	300	\$46.97	\$14,091
	05/01/08	300	\$47.02	\$14,106
	05/01/08	300	\$47.07	\$14,121
	05/01/08	200	\$46.98	\$9,396
	05/01/08	200	\$47.06	\$9,412
	05/01/08	200	\$47.09	\$9,418
	05/01/08	200	\$47.45	\$9,490
	05/01/08	200	\$47.33	\$9,466
	05/01/08	200	\$47.27	\$9,454
	05/01/08	100	\$46.83	\$4,683
	05/01/08	100	\$47.03	\$4,703
	05/01/08	100	\$47.08	\$4,708
	05/01/08	100	\$47.42	\$4,742
	05/01/08	100	\$47.41	\$4,741
	05/01/08	100	\$47.34	\$4,734
	05/01/08	100	\$47.31	\$4,731
	05/08/08	4,100	\$50.08	\$205,328
	05/08/08	1,700	\$50.00	\$85,000
	05/08/08	1,300	\$50.38	\$65,494
	05/08/08	1,200	\$50.25	\$60,300
	05/08/08	1,200	\$50.07	\$60,084
	05/08/08	1,200	\$50.09	\$60,108
	05/08/08	1,100	\$50.34	\$55,374
	05/08/08	700	\$50.77	\$35,539
	05/08/08	700	\$50.78	\$35,546
	05/08/08	700	\$50.52	\$35,364
	05/08/08	700	\$50.37	\$35,259
	05/08/08	600	\$50.73	\$30,438
	05/08/08	600	\$50.57	\$30,342
	05/08/08	600	\$50.66	\$30,396
	05/08/08	600	\$50.51	\$30,306
	05/08/08	600	\$50.49	\$30,294
	05/08/08	600	\$50.30	\$30,180
	05/08/08	500	\$50.31	\$25,155
	05/08/08	500	\$50.11	\$25,055
	05/08/08	500	\$50.10	\$25,050
	05/08/08	300	\$50.05	\$15,015
	05/08/08	300	\$50.04	\$15,012
	05/08/08	300	\$50.12	\$15,036
	05/08/08	200	\$50.80	\$10,160
	05/08/08	200	\$50.07	\$10,014

Insider	Date	Shares	Price	Proceeds
	05/08/08	150	\$50.82	\$7,623
	05/08/08	100	\$50.03	\$5,003
	06/02/08	4,386	\$54.48	\$238,949
	06/02/08	3,100	\$54.49	\$168,919
	06/02/08	3,058	\$54.66	\$167,150
	06/02/08	2,100	\$54.65	\$114,765
	06/02/08	2,000	\$55.02	\$110,040
	06/02/08	1,758	\$54.47	\$95,758
	06/02/08	1,642	\$54.46	\$89,423
	06/02/08	1,600	\$54.44	\$87,104
	06/02/08	1,300	\$54.63	\$71,019
	06/02/08	1,300	\$54.85	\$71,305
	06/02/08	1,300	\$54.76	\$71,188
	06/02/08	1,200	\$54.77	\$65,724
	06/02/08	1,200	\$54.95	\$65,940
	06/02/08	1,100	\$54.68	\$60,148
	06/02/08	1,000	\$54.45	\$54,450
	06/02/08	900	\$55.07	\$49,563
	06/02/08	900	\$54.42	\$48,978
	06/02/08	800	\$54.91	\$43,928
	06/02/08	642	\$54.67	\$35,098
	06/02/08	600	\$54.45	\$32,670
	06/02/08	600	\$54.45	\$32,670
	06/02/08	600	\$54.37	\$32,622
	06/02/08	600	\$54.43	\$32,658
	06/02/08	600	\$55.05	\$33,030
	06/02/08	500	\$54.99	\$27,495
	06/02/08	500	\$54.41	\$27,205
	06/02/08	500	\$55.04	\$27,520
	06/02/08	500	\$54.56	\$27,280
	06/02/08	500	\$54.74	\$27,370
	06/02/08	500	\$54.64	\$27,320
	06/02/08	400	\$54.90	\$21,960
	06/02/08	400	\$55.08	\$22,032
	06/02/08	400	\$54.59	\$21,836
	06/02/08	398	\$54.83	\$21,822
	06/02/08	300	\$54.94	\$16,482
	06/02/08	300	\$54.38	\$16,314
	06/02/08	300	\$55.11	\$16,533
	06/02/08	300	\$54.89	\$16,467
	06/02/08	300	\$54.62	\$16,386
	06/02/08	300	\$54.75	\$16,425
	06/02/08	214	\$54.50	\$11,663
	06/02/08	200	\$55.03	\$11,006
	06/02/08	200	\$54.71	\$10,942
	06/02/08	100	\$54.47	\$5,447
	06/02/08	100	\$54.82	\$5,482
	06/02/08	100	\$54.48	\$5,448
	06/02/08	100	\$54.92	\$5,492
	06/02/08	100	\$55.01	\$5,501
	06/02/08	100	\$54.93	\$5,493

Insider	Date	Shares	Price	Proceeds
	06/02/08	100	\$54.41	\$5,441
	06/02/08	100	\$54.97	\$5,497
	06/02/08	100	\$54.96	\$5,496
	06/02/08	100	\$54.40	\$5,440
	06/02/08	100	\$54.81	\$5,481
	06/02/08	100	\$54.61	\$5,461
	06/02/08	2	\$54.86	\$110
	07/01/08	2,900	\$51.57	\$149,553
	07/01/08	2,100	\$51.41	\$107,961
	07/01/08	2,000	\$51.51	\$103,020
	07/01/08	2,000	\$51.16	\$102,320
	07/01/08	1,900	\$51.36	\$97,584
	07/01/08	1,900	\$51.50	\$97,850
	07/01/08	1,824	\$51.53	\$93,991
	07/01/08	1,605	\$51.54	\$82,722
	07/01/08	1,500	\$51.40	\$77,100
	07/01/08	1,400	\$50.62	\$70,868
	07/01/08	1,300	\$51.49	\$66,937
	07/01/08	1,270	\$51.52	\$65,430
	07/01/08	1,200	\$51.95	\$62,340
	07/01/08	1,100	\$51.61	\$56,771
	07/01/08	1,000	\$50.65	\$50,650
	07/01/08	800	\$51.62	\$41,296
	07/01/08	700	\$50.95	\$35,665
	07/01/08	700	\$51.56	\$36,092
	07/01/08	600	\$51.91	\$31,146
	07/01/08	600	\$51.47	\$30,882
	07/01/08	600	\$51.44	\$30,864
	07/01/08	500	\$51.59	\$25,795
	07/01/08	500	\$50.63	\$25,315
	07/01/08	500	\$51.25	\$25,625
	07/01/08	500	\$51.67	\$25,835
	07/01/08	500	\$50.72	\$25,360
	07/01/08	500	\$51.45	\$25,725
	07/01/08	500	\$51.28	\$25,640
	07/01/08	500	\$51.32	\$25,660
	07/01/08	500	\$51.18	\$25,590
	07/01/08	400	\$50.80	\$20,320
	07/01/08	400	\$51.64	\$20,656
	07/01/08	400	\$51.68	\$20,672
	07/01/08	301	\$51.65	\$15,547
	07/01/08	300	\$50.67	\$15,201
	07/01/08	300	\$52.03	\$15,609
	07/01/08	300	\$51.70	\$15,510
	07/01/08	300	\$51.71	\$15,513
	07/01/08	300	\$50.82	\$15,246
	07/01/08	300	\$51.72	\$15,516
	07/01/08	300	\$51.39	\$15,417
	07/01/08	300	\$51.48	\$15,444
	07/01/08	300	\$51.46	\$15,438
	07/01/08	300	\$51.26	\$15,378

Insider	Date	Shares	Price	Proceeds
	07/01/08	300	\$51.19	\$15,357
	07/01/08	300	\$51.58	\$15,474
	07/01/08	300	\$51.55	\$15,465
	07/01/08	200	\$52.07	\$10,414
	07/01/08	200	\$52.06	\$10,412
	07/01/08	200	\$51.86	\$10,372
	07/01/08	200	\$50.74	\$10,148
	07/01/08	200	\$51.43	\$10,286
	07/01/08	200	\$51.27	\$10,254
	07/01/08	200	\$51.12	\$10,224
	07/01/08	200	\$51.09	\$10,218
	07/01/08	200	\$51.08	\$10,216
	07/01/08	200	\$51.17	\$10,234
	07/01/08	180	\$50.61	\$9,110
	07/01/08	163	\$51.99	\$8,474
	07/01/08	137	\$52.04	\$7,129
	07/01/08	100	\$51.52	\$5,152
	07/01/08	100	\$50.81	\$5,081
	07/01/08	100	\$51.27	\$5,127
	07/01/08	100	\$50.83	\$5,083
	07/01/08	100	\$51.30	\$5,130
	07/01/08	100	\$51.02	\$5,102
	07/01/08	100	\$51.00	\$5,100
	07/01/08	100	\$51.13	\$5,113
	07/01/08	100	\$51.83	\$5,183
	07/01/08	100	\$51.96	\$5,196
	07/01/08	69	\$51.33	\$3,542
	07/01/08	31	\$51.31	\$1,591
	07/01/08	20	\$50.89	\$1,018
	08/01/08	31,875	\$44.32	\$1,412,700
	08/28/08	10,625	\$50.05	\$531,781
	09/02/08	40,175	\$48.75	\$1,958,531
		213,550		\$10,625,182
WILLIAM GOODEN	05/15/08	3,500	\$52.30	\$183,050
	08/15/08	2,000	\$47.23	\$94,460
	08/28/08	1,500	\$49.00	\$73,500
		7,000		\$351,010
JAMES HUGHES	04/30/08	5,000	\$45.77	\$228,850
	04/30/08	2,400	\$47.95	\$115,080
	05/06/08	200	\$49.95	\$9,990
	05/07/08	6,748	\$49.95	\$337,063
	05/07/08	901	\$49.97	\$45,023
	05/07/08	401	\$49.96	\$20,034
	05/07/08	100	\$49.99	\$4,999
	05/30/08	3,737	\$54.95	\$205,348
		19,487		\$966,387
JEARLD LEONHARDT	06/16/08	3,550	\$55.00	\$195,250
	06/16/08	1,200	\$55.30	\$66,360

Insider	Date	Shares	Price	Proceeds
	06/16/08	600	\$54.66	\$32,796
	06/16/08	500	\$55.11	\$27,555
	06/16/08	300	\$54.76	\$16,428
	06/16/08	300	\$54.82	\$16,446
	06/16/08	200	\$55.04	\$11,008
	06/16/08	200	\$54.85	\$10,970
	06/16/08	200	\$55.12	\$11,024
	06/16/08	103	\$54.59	\$5,623
	06/16/08	100	\$54.67	\$5,467
	06/16/08	100	\$54.83	\$5,483
	06/16/08	100	\$54.64	\$5,464
	06/16/08	100	\$55.01	\$5,501
	06/16/08	97	\$54.65	\$5,301
	07/01/08	1,500	\$51.49	\$77,235
	07/01/08	1,200	\$51.46	\$61,752
	07/01/08	1,000	\$51.95	\$51,950
	07/01/08	700	\$51.51	\$36,057
	07/01/08	500	\$51.54	\$25,770
	07/01/08	500	\$51.41	\$25,705
	07/01/08	400	\$51.72	\$20,688
	07/01/08	400	\$51.67	\$20,668
	07/01/08	300	\$51.45	\$15,435
	07/01/08	300	\$51.57	\$15,471
	07/01/08	250	\$51.70	\$12,925
	07/01/08	200	\$51.60	\$10,320
	07/01/08	200	\$51.59	\$10,318
	07/01/08	100	\$51.39	\$5,139
	07/01/08	100	\$51.71	\$5,171
	08/01/08	7,650	\$45.05	\$344,633
	09/02/08	7,650	\$50.04	\$382,806
		30,600		\$1,542,718
FRANK WYATT	05/30/08	3,933	\$55.00	\$216,315
	<b>Total:</b>	<b>364,789</b>		<b>\$18,534,639</b>

### Loss Causation/Economic Loss

36. During the Class Period, as detailed herein, Defendants engaged in a scheme to deceive the market and a course of conduct that artificially inflated the prices of CommScope common stock and operated as a fraud or deceit on Class Period purchasers of CommScope common stock by failing to disclose and misrepresenting the adverse facts detailed herein. When Defendants' prior misrepresentations and fraudulent conduct were disclosed and became apparent to the market, the price of CommScope common stock fell precipitously as the prior artificial inflation came out.



As a result of their purchases of CommScope common stock during the Class Period, Plaintiff and the other Class members suffered economic loss, i.e., damages, under the federal securities laws.

37. By failing to disclose to investors the adverse facts detailed herein, Defendants presented a misleading picture of CommScope's business and prospects. Defendants' false and misleading statements had the intended effect and caused CommScope common stock to trade at artificially inflated levels throughout the Class Period, reaching as high as \$55.84 per share on June 16, 2008.

38. As a direct result of the disclosures on July 29, 2008 and October 30, 2008, the price of CommScope common stock fell precipitously, falling from \$50.80 per share on July 29, 2008 to \$14.71 per share on October 31, 2008, a decline of more than 70%. These drops removed the inflation from the price of CommScope common stock, causing real economic loss to investors who had purchased CommScope common stock during the Class Period.

39. The 70% decline was a direct result of the nature and extent of Defendants' fraud finally being revealed to investors and the market. The timing and magnitude of the price decline in CommScope common stock negates any inference that the loss suffered by Plaintiff and the other Class members was caused by changed market conditions, macroeconomic or industry factors or Company-specific facts unrelated to Defendants' fraudulent conduct. The economic loss, i.e., damages, suffered by Plaintiff and the other Class members was a direct result of Defendants' fraudulent scheme to artificially inflate the prices of CommScope common stock and the subsequent significant decline in the value of CommScope common stock when Defendants' prior misrepresentations and other fraudulent conduct were revealed.

**Applicability of Presumption of Reliance:  
Fraud on the Market Doctrine**

40. At all relevant times, the market for CommScope common stock was an efficient market for the following reasons, among others:

(a) CommScope common stock met the requirements for listing, and was listed and actively traded on the NYSE, a highly efficient and automated market;

(b) as a regulated issuer, CommScope filed periodic public reports with the SEC and the NYSE;

(c) CommScope regularly communicated with public investors via established market communication mechanisms, including regular disseminations of press releases on the national circuits of major newswire services and other wide-ranging public disclosures, such as communications with the financial press and other similar reporting services; and

(d) CommScope was followed by several securities analysts employed by major brokerage firms who wrote reports which were distributed to the sales force and certain customers of their respective brokerage firms. Each of these reports was publicly available and entered the public marketplace.

41. As a result of the foregoing, the market for CommScope common stock promptly digested current information regarding CommScope from all publicly available sources and reflected such information in the prices of the stock. Under these circumstances, all purchasers of CommScope common stock during the Class Period suffered similar injury through their purchase of CommScope common stock at artificially inflated prices and a presumption of reliance applies.

**No Safe Harbor**

42. The statutory safe harbor provided for forward-looking statements under certain circumstances does not apply to any of the allegedly false statements pleaded in this Complaint.

Many of the specific statements pleaded herein were not identified as “forward-looking statements” when made. To the extent there were any forward-looking statements, there were no meaningful cautionary statements identifying important factors that could cause actual results to differ materially from those in the purportedly forward-looking statements. Alternatively, to the extent that the statutory safe harbor does apply to any forward-looking statements pleaded herein, Defendants are liable for those false forward-looking statements because at the time each of those forward-looking statements were made, the particular speaker knew that the particular forward-looking statement was false, and/or the forward-looking statement was authorized and/or approved by an executive officer of CommScope who knew that those statements were false when made.

## **COUNT I**

### **Violation of Section 10(b) of the Exchange Act and Rule 10b-5 Promulgated Thereunder Against All Defendants**

43. Plaintiff repeats and realleges each and every allegation contained above as if fully set forth herein.

44. During the Class Period, Defendants disseminated or approved the materially false and misleading statements specified above, which they knew or deliberately disregarded were misleading in that they contained misrepresentations and failed to disclose material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading.

45. Defendants: (a) employed devices, schemes, and artifices to defraud; (b) made untrue statements of material fact and/or omitted to state material facts necessary to make the statements not misleading; and (c) engaged in acts, practices, and a course of business which operated as a fraud and deceit upon the purchasers of the Company’s common stock during the Class Period.

46. Plaintiff and the Class have suffered damages in that, in reliance on the integrity of the market, they paid artificially inflated prices for CommScope common stock. Plaintiff and the Class would not have purchased CommScope common stock at the prices they paid, or at all, if they had been aware that the market prices had been artificially and falsely inflated by Defendants' misleading statements.

47. As a direct and proximate result of Defendants' wrongful conduct, Plaintiff and the other members of the Class suffered damages in connection with their purchases of CommScope common stock during the Class Period.

## **COUNT II**

### **Violation of Section 20(a) of the Exchange Act Against the Individual Defendants**

48. Plaintiff repeats and realleges each and every allegation contained above as if fully set forth herein.

49. The Individual Defendants acted as controlling persons of CommScope within the meaning of Section 20(a) of the Exchange Act as alleged herein. By reason of their positions as officers and/or directors of CommScope, and their ownership of CommScope stock, the Individual Defendants had the power and authority to cause CommScope to engage in the wrongful conduct complained of herein. By reason of such conduct, the Individual Defendants are liable pursuant to Section 20(a) of the Exchange Act.

**WHEREFORE**, Plaintiff prays for relief and judgment, as follows:

A. Determining that this action is a proper class action, designating Plaintiff as Lead Plaintiff and certifying Plaintiff as a Class representative under Rule 23 of the Federal Rules of Civil Procedure and Plaintiff's counsel as Lead Counsel;

B. Awarding compensatory damages in favor of Plaintiff and the other Class members against all Defendants, jointly and severally, for all damages sustained as a result of Defendants' wrongdoing, in an amount to be proven at trial, including interest thereon;

C. Awarding Plaintiff and the Class their reasonable costs and expenses incurred in this action, including counsel fees and expert fees; and

D. Such other and further relief as the Court may deem just and proper.

**JURY TRIAL DEMANDED**

Plaintiff hereby demands a trial by jury.

DATED: May 12, 2010

s/NORRIS A. ADAMS, II  
NORRIS A. ADAMS, II

**ESSEX RICHARDS, P.A.**

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